



CSX RAIL TRANSPORT
Law Department

500 Water Street
Speed Code J-150
Jacksonville, FL 32202
(904) 359-3100
Writer's direct telephone line:

(904) 359-3673

RECORDATION NO. 16096-A

JAN 12 1989 11 52 AM

INTERSTATE COMMERCE COMMISSION

December 22, 1989

Secretary
Interstate Commerce Commission
12th & Constitution, NW
Washington, DC 20423

No. 9-012A060

Date JAN 12 1989

Fee \$ 13.00

ICC Washington, D.C.

Dear Secretary:

I have enclosed three counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The document is a Supplemental Indenture, a secondary document, dated as of December 15, 1988.

The primary document to which this Supplemental Indenture is connected is that Mortgage Indenture dated October 28, 1895, which is recorded under Recordation No. 16096.

The names and addresses of the parties to the Supplemental Indenture are as follows:

The Cleveland Terminal and Valley
Railroad Company
100 North Charles Street
Baltimore, Maryland 21201

CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Bankers Trust Company
Four Albany Street
New York, New York 10015

Secretary
Interstate Commerce Commission
December 22, 1988
Page 2

A description of the equipment covered by the Supplemental Indenture follows:

<u>Quantity</u>	<u>Description</u>	<u>CSXT Road Numbers</u>
196	100-ton open top hopper cars	351176-351177 351179-351205 351207-351264 351266-351357 351359-351375

A fee of \$13.00 is enclosed.


Please return the counterparts not needed by the Commission for recordation to:

Kunkel Transportation Services
Suite 1211 North
1331 F. Street, NW
Washington, D.C. 20004

A short summary of the Supplemental Indenture to appear in the index follows:

Subjection of 196 cars
to Mortgage.

Very truly yours,


David M. Yearwood
Senior Counsel

DMY/cra

W/Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/12/89

OFFICE OF THE SECRETARY

David M. Yearwood
Senior Counsel
CSX Transportation Company
500 Water Street
Jacksonville, FL. 32202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/12/89 at 11:05am, and assigned recordation number(s). 16096-A

Sincerely yours,

Nesta L. McGee
Secretary

Enclosure(s)

RECORDED BY 16096-A

JAN 12 1989 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL INDENTURE

of

The Cleveland Terminal and Valley
Railroad Company

and

CSX Transportation, Inc.
(successor to The Baltimore and Ohio Railroad Company)

to

Bankers Trust Company
(successor Trustee)

Dated as of

December 15, 1988

SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE (hereinafter the "Indenture"), dated as of December 15, 1988, by and among The Cleveland Terminal and Valley Railroad Company, an Ohio corporation (hereinafter the "Railroad"), CSX Transportation, Inc., a Virginia corporation (hereinafter "CSXT"), and Bankers Trust Company, a New York corporation, as Trustee (hereinafter the "Trustee").

WHEREAS, the Railroad, The Baltimore and Ohio Railroad Company, a Maryland corporation (hereinafter the "B&O") and The Mercantile Trust Company, a New York corporation (hereinafter the "Trust Company") have entered into an Indenture, dated October 28, 1895 (hereinafter the "Mortgage");

WHEREAS, CSXT is successor to all the rights and obligations of B&O under the Mortgage;

WHEREAS, the Trustee is successor to all the rights and obligations of the Trust Company under the Mortgage;

WHEREAS, there is presently on deposit with the Trustee the sum of Three Million Seven Hundred Sixty-Six Thousand One Hundred One Dollars and Forty-Seven Cents (\$3,766,101.47) (hereinafter the "Deposited Cash");

WHEREAS, the Deposited Cash is the proceeds realized from the sale of properties released from the Mortgage;

WHEREAS, Article Ninth of the Mortgage provides that the Deposited Cash may be used for the purchase of other property, real or personal, which shall be subject to the lien and operation of the Mortgage;

WHEREAS, with the consent of the Railroad and the Trustee, CSXT proposes to acquire from Raceland Car Corporation, a Delaware corporation (hereinafter the "Seller") at a purchase price of \$20,000 per car for a total purchase price of \$3,920,000, 196 100-ton open top hopper cars bearing road numbers CSXT 351176-351177, 351179-351205, 351207-351264, 351266-351357 and 351359-351375, inclusive (hereinafter the "Equipment") and subject the Equipment to the lien and operation of the Mortgage in exchange for the Deposited Cash.

NOW, THEREFORE, in consideration of the premises, CSXT does hereby grant, bargain, sell, assign, set over, release, convey and confirm the Equipment unto the Trustee, its successors and assigns, and subject the Equipment, as and when

acquired by CSXT, to the lien and operation of the Mortgage in exchange for the Deposited Cash.

The Trustee shall pay the Deposited Cash to CSXT upon receipt of the following documents:

1. Certificate of Acceptance evidencing that the Equipment has been delivered to, and approved and accepted by CSXT;
2. Invoice from Seller to CSXT in the amount of \$3,920,000, and receipt from Raceland Car Corporation that such Invoice has been paid in full;
3. Certificate of a Chief Mechanical Officer of CSXT that the fair market value of the Equipment is as stated in the Invoice from Seller to CSXT;
4. Bill of Sale from Seller to CSXT with warranty that title to the Equipment transferred to CSXT is free from all liens and encumbrances;
5. Opinion of counsel for Seller that said Bill of Sale is valid and effective to vest in CSXT title to the Equipment free from all liens and encumbrances;
6. Opinion of counsel for CSXT that CSXT is the owner of the Equipment free from all liens and encumbrances (other than the lien of the Mortgage), the Indenture has been duly authorized, executed and delivered by CSXT and is binding upon it in accordance with its terms, that a duly executed counterpart of the Indenture has been filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code, and that, as a result of such recording, the Equipment is subject to the lien and operation of the Mortgage.

CSXT does hereby subordinate any and all of its rights in and to the Equipment to the rights of the Trustee in and to the Equipment under the Mortgage free from all other liens and encumbrances.

In the event any of the Equipment shall become worn out, lost, destroyed, or become unsuitable for use or no longer needed, CSXT shall advise the Trustee of any such occurrence and, when the aggregate fair value (cost less depreciation) of such Equipment shall exceed \$150,000, CSX shall deposit such aggregate fair value with the Trustee and such cash shall be held and applied by the Trustee as provided in Article Ninth of

the Mortgage. CSXT shall furnish to the Trustee on December 15, 1989, and on each December 15, thereafter, an Annual Officer's Certificate certifying whether the aggregate fair value of the Equipment which has become worn out, lost, destroyed, or become unsuitable for use or no longer needed exceeds \$150,000.

The Railroad does hereby consent to the foregoing transactions.

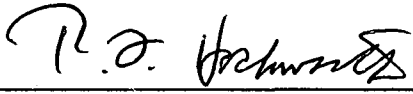
This Indenture shall be executed in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Indenture to be signed in their respective corporate names and their respective corporate seals hereunto affixed and attested by their respective officers as of the day and year first above written.

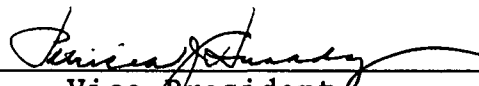
(Corporate Seal)

THE CLEVELAND TERMINAL AND
VALLEY RAILROAD COMPANY

ATTEST:



Asst. Secretary

By 

Vice President

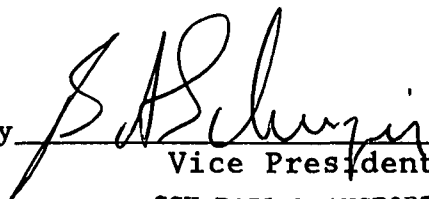
(Corporate Seal)

CSX TRANSPORTATION, INC.

ATTEST:



Assistant Secretary

By 

Vice President
CSX RAIL TRANSPORT


(Corporate Seal)

BANKERS TRUST COMPANY

ATTEST:



ASSISTANT SECRETARY

By  _____
Vice President

STATE OF MARYLAND)
)
COUNTY OF BALTIMORE) SS:

On this 28th day of December, 1988, before me personally appeared Patricia J. Humady, to me personally known, who, being by me duly sworn, says that he is a Vice President of The Cleveland Terminal and Valley Railroad Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jaeger Ann Dolan
Notary Public

My Commission expires: July 1, 1990

NOTARIAL SEAL

STATE OF FLORIDA)
)
COUNTY OF DUVAL) SS:

On this 23 day of December, 1988, before me personally appeared B. A. Schwinger, to me personally known, who, being by me duly sworn, says that he is a Vice President-CSX Rail Transport of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cathy R. Hudson
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Jan. 26, 1992

My Commission expires: Bonded thru Patterson - Becht Agency

NOTARIAL SEAL

STATE OF NEW YORK)
)
CITY OF NEW YORK) SS:

On this 11th day of January, 1989, before me personally appeared Thomas J. Moskic, to me personally known, who, being by me duly sworn, says that he is a Vice President of Bankers Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

DESIREE MARSHALL
Notary Public, State of New York
No. 24-4863294
Qualified in Kings County
Certificate filed in New York County
Commission Expires February 17, 1993

My Commission expires: _____

NOTARIAL SEAL